

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

October 5, 1995

19452-B

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed and acknowledged originals and two (2) photocopies of a Memorandum of Assignment Agreement dated as of June 5, 1995, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Lease Agreement dated as of January 16, 1995 which was filed and recorded on June 8, 1995, under Recordation Number 19452.

The names and addresses of the parties to the enclosed documents are:

Assignor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Assignee: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 3005
Rosemont, IL 60018

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Mr. Vernon A. Williams

October 5, 1995

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The descriptions of the railroad equipment covered by the enclosed documents are:

One hundred (100) 50-foot, 100-ton Plate "F" boxcars(the "Cars") marked and numbered CSXT 151000 through CSXT 151099, inclusive

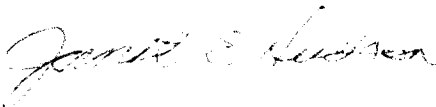
Also enclosed is a check for \$21 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Assignment dated as of June 5, 1995 between Greenbrier Leasing Corporation, Assignor, and First Union Rail Corporation, Assignee, covering one hundred (100) 50-foot, 100-ton Plate "F" boxcars (the "Cars") marked and numbered CSXT 151000 through CSXT 151099, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Robert W. Alvord, Esq.



Interstate Commerce Commission
Washington, D.C. 20423-0001

10/13/95

Office Of The Secretary

Janet E. Hudson
Administrative Assistant
The Greenbrier Companies
One Centerpointe Drive, Ste. 200
Lake Oswego Oregon 97035

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/13/95 at 3:50PM , and assigned recordation number(s). 19452-B and 19452-C.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19452-B

JUN 11 1995

MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

FIRST UNION RAIL,
A DIVISION OF FIRST UNION COMMERCIAL CORPORATION

JUNE 5, 1995

Memorandum of Assignment Agreement made and entered into as of June 5, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and First Union Rail, a division of First Union Commercial Corporation, a North Carolina corporation ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to CSX Transportation, Inc. ("Lessee") one hundred (100) 50-foot, 100-ton Plate "F" boxcars marked and numbered CSXT 151000 through CSXT 151099, inclusive, pursuant to Schedule No. 1 of that certain Lease Agreement dated as of January 16, 1995 (the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor Schedule No. 1 to the Lease and the corresponding railcars which are the subject of that Lease.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb

Title: E.V.P.

FIRST UNION RAIL, A DIVISION OF
FIRST UNION COMMERCIAL CORPORATION

By: [Signature]

Title: Senior Vice President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 2nd day of October, 1995, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF N.C.)
) ss.
COUNTY OF Iredell)

On this 15th day of September, 1995, before me personally appeared Paul W. Van Wie, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of First Union Rail, a division of First Union Commercial Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Linda H. Nordin
NOTARY PUBLIC

My commission expires: 3-12-97